

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 683 OF 2016

In The Matter Of Companies Act of 1956

AND

In The Matters of Section 391 To 394 of the Companies
Act 1956;

AND

In The Matter Of Scheme of Amalgamation

OF

Theo Windows Private Limited

WITH

Alumilite Architecturals Private Limited,

Theo Windows Private Limited,)

A Company incorporated under the)

Companies Act, 1956, having its)

Registered office at – Dhiraj Chambers)

9, Hazarimal Somani Marg,)

Mumbai – 400 001)

... Applicant Company

Called Summons for Direction for Hearing

Mr. Vivek Tambe with Mr. M.M. Shah, Advocates for the Applicant Company

CORAM: S. C. Gupte J

DATE: 19th August, 2016

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a Company Summons for Direction **AND UPON HEARING** Mr. Vivek Tambe with Mr. M.M. Shah, Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 23rd day of December, 2015 of **Mr. Varun Damani**, Chief Executive Officer of the Applicant Company, in support of Company Summons for Direction, and the Exhibits there in referred to, **IT IS ORDERED THAT**

1. The convening and holding the meeting of the Equity Shareholders of the Applicant Company, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of Theo Windows Private Limited (Transferor Company) with Alumilite Architecturals Private Limited (Transferee Company) and their respective shareholders, is dispensed with, in view of the consents

given by all the Equity Shareholders of the Applicant Company, which are annexed as Exhibits “D-1” to “D-7” to the Affidavit in support of the Company Summons for Direction.

2. The convening and holding the meeting of the Secured Creditors of the Applicant Company for the purpose of considering and if thought fit approving with or without modification(s) the proposed Scheme of Amalgamation between Theo Windows Private Limited, the Transferor Company with Alumilite Architecturals Private Limited, the Applicant/Transferee Company, is dispensed with in view of the averments made in para 17, inter alia stating that the assets of the Applicant/Transferee Company shall greatly exceed its liabilities post the amalgamation and that the Applicant Company undertakes to issue individual notices of hearing of the Petition by R.P.A.D. to all its Secured creditors and also to publish the same in two local newspaper i.e. ‘Free Press Journal’, in English language and translation thereof in ‘Navshakti’ in Marathi language both having circulation in Mumbai. The said undertaking is accepted.

3. The convening and holding the meeting of the Unsecured Creditors of the Applicant Company for the purpose of considering and if thought fit approving with or without modification(s) the proposed Scheme of Amalgamation between Theo Windows Private Limited, the Transferor

Company with Alumilite Architecturals Private Limited, the Applicant/Transferee Company, is dispensed with in view of the averments made in para 18, inter alia stating that the assets of the Applicant/Transferee Company shall greatly exceed its liabilities post the amalgamation and that the Applicant Company undertakes to issue individual notice of hearing of the Petition by R.P.A.D. to all its unsecured creditors and also to publish the same in two local newspaper i.e. 'Free Press Journal', in English language and translation thereof in 'Navshakti' in Marathi language both having circulation in Mumbai. The said undertaking is accepted.

S. C. Gupte J

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed order:

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